

26 June 2015

NOTICE OF MEETING

HIGHLIGHTS:

- **General Meeting called to ratify and approve successful capital raisings**
- **Strong backing from new and existing shareholders**
- **New funds support the high impact drilling of massive nickel sulphide targets**

St George Mining Limited (ASX: **SGQ**) ('St George Mining' or 'the Company') is pleased to announce that a General Meeting of Shareholders will be held on 28 July 2015 to ratify and approve the recent capital raising initiatives actioned by the Company.

A copy of the Notice of Meeting is available on our website www.stgm.com.au. All shareholders registered as such as at 4pm (WST) on 26 July 2015 will be eligible to vote at the General Meeting.

The Resolutions to be put to the General Meeting are outlined in detail in the Notice of Meeting and its Explanatory Statement.

John Prineas, Executive Chairman of St George Mining, said:

"Our successful capital raisings are a testament to the significant potential of our East Laverton Nickel Sulphide Project and its strong pipeline of high quality prospects.

"In particular, the new funds underwrite the high impact drilling of massive nickel sulphide targets that is now underway.

"We welcome new shareholders and thank existing shareholders for their continued support."

For further information, please contact:

John Prineas
Executive Chairman
St George Mining Limited
(+61) 411 421 253
John.prineas@stgm.com.au

Colin Hay
Professional Public Relations
(+61) 08 9388 0944 mob 0404 683 355
colin.hay@ppr.com.au

ST GEORGE MINING LIMITED
ACN 139 308 973

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

*If you wish to discuss any aspect of this document with the Company please contact
Ms Sarah Shipway on telephone (+61 8) 9322 6600*

ST GEORGE MINING LIMITED
ACN 139 308 973

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of the Shareholders of St George Mining Limited will be held at Level 1, 115 Cambridge Street, West Leederville, WA at 9.30am (WST) on 28 July 2015 to conduct the following business and to consider, and if thought fit, to pass the following Resolutions.

AGENDA

RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SECURITIES – LISTING RULE 7.1

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 8,824,684 Shares and 7,419,288 Listed Options on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION PRIOR ISSUE OF SECURITIES – LISTING RULE 7.1A

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purpose of Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 11,183,180 Shares on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL OF ISSUE TO CITY NATURAL RESOURCES HIGH YIELD TRUST

To consider, and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 5,555,556 Shares and 1,851,852 Listed Options to the City Natural Resources High Yield Trust (or its nominee/s) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if this Resolution is passed, and any associates of such a person. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

DATED THIS 16th DAY OF JUNE 2015

BY ORDER OF THE BOARD

SARAH SHIPWAY
COMPANY SECRETARY

NOTES

Definitions

Terms which are used in this Notice and which are defined in Section 3 of the Explanatory Memorandum have the meanings ascribed to them therein.

Note

If you have recently changed your address or if there is any error in the name and address used for this notice please notify the Company Secretary. In the case of a corporation, notification is to be signed by a director or company secretary.

Proxies

A Shareholder who is entitled to vote at this Meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. The proxy need not be a Shareholder of the Company and can be an individual or a body corporate.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of this appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, section 249X of the Corporations Act will take effect so that each proxy may exercise half of the votes (ignoring fractions).

A proxy's authority to speak and vote for a Shareholder at the meeting is suspended if the Shareholder is present at the meeting.

The proxy form must be signed and dated by the Shareholder or the Shareholder's attorney. Joint Shareholders must each sign.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received:

- at Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or
- on facsimile number 1800 783 447,

not later than 9.30am (WST) on 26 July 2015.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Board has determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the share register at 4.00pm (WST) on 26 July 2015.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one.

Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

ST GEORGE MINING LIMITED
ACN 139 308 973
EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice convening the General Meeting of Shareholders of St George Mining Limited to be held at Level 1, 115 Cambridge Street, West Leederville, WA at 9.30am (WST) on 28 July 2015. This Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Certain terms used in this Explanatory Memorandum are defined in Section 3.

1. RESOLUTIONS 1 & 2 – RATIFICATION OF PRIOR ISSUE OF SECURITIES

1.1 Background

On 9 June 2015, the Company announced that it had issued 20,007,864 Shares at an issue price of \$0.07 to raise \$1,400,550 (before costs) ("Placement"). The Shares were issued with a free attaching Listed Option (exercisable at \$0.20, expiring 30 June 2017) on the basis of 1 free attaching Listed Option for every 3 Shares subscribed for. In addition, 750,000 Listed Options were issued to Alto Capital Pty Ltd in consideration of the provision of corporate advisory and capital raising services in connection with the Placement.

1.2 Listing Rules Chapter 7

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1) and 10% of the company's ordinary securities then on issue (in the case of Listing Rule 7.1A)

Listing Rule 7.2 sets out the exceptions to Listing Rules 7.1 and 7.1A. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 and Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 or 7.1A) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 or 7.1A (as the case may be).

By ratifying the issue of the Shares and Listed Options the subject of Resolutions 1 and 2, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, and the 10% placement capacity under Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

Resolutions 1 and 2 are both ordinary resolutions.

1.3 Resolution 1 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares and Listed Options the subject of Resolution 1:

- (a) 8,824,684 Shares and 7,419,288 Listed Options were issued;
- (b) 8,824,684 Shares were issued for an issue price of \$0.07 per Share and 6,669,288 Listed Options were issued for no additional cash consideration as attaching Options on the basis of one Listed Option for every three Shares subscribed for. 750,000 Listed Options were issued to Alto Capital Pty Ltd in consideration of the provision of corporate advisory and capital raising services in connection with the Placement.
- (c) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) The Listed Options are exercisable for \$0.20 on or before 30 June 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (e) The Shares and Options were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act, and 750,000 Listed Options were issued to Alto Capital Pty Ltd.

- (f) The funds raised from the issue (being in total \$617,728 (before costs)) will be applied towards continued exploration at the Company's high priority nickel sulphide prospects at its 100% owned East Laverton Property in Western Australia where a major drilling program commenced in early June 2015 and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 1.

1.4 Resolution 2 - Information Required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of Shares the subject of Resolution 2:

- (a) 11,183,180 Shares were issued at an issue price of \$0.07 per Share;
- (b) The Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (c) The Shares were issued to investors who were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.
- (d) The funds raised from the issue (being in total \$782,822 (before costs)) will be applied towards continued exploration at the Company's high priority nickel sulphide prospects at its 100% owned East Laverton Property in Western Australia where a major drilling program commenced in early June 2015 and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 2.

2. RESOLUTION 3 – APPROVAL OF ISSUE TO CITY NATURAL RESOURCES HIGH YIELD TRUST

2.1 Background

The Company has agreed with City Natural Resources High Yield Trust to issue a total of 5,555,556 Shares for an issue price of \$0.09 per Share and 1,851,852 Listed Options (exercisable at \$0.20, expiring 30 June 2017) for no additional consideration to raise a total of \$500,000. Approval for the issue of these Shares and Listed Options is sought pursuant to Listing Rule 7.1 by Resolution 3.

2.2 Listing Rule Chapter 7

Listing Rule 7.1 provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the company's ordinary securities then on issue.

By approving the issue of Shares and Listed Options the subject of Resolution 3, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 3 is an ordinary resolution.

2.3 Technical Information Required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the Shares and Listed Options the subject of Resolution 3:

- (a) 5,555,556 Shares and 1,851,852 Listed Options are proposed to be issued to City Natural Resources High Yield Trust (or its nominee/s);
- (b) The Shares the subject of Resolution 3 will be issued for an issue price of \$0.09 per Share. The Listed Options will be issued for no additional consideration.

- (c) The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares
- (d) The Listed Options are exercisable for \$0.20 on or before 30 June 2017 and otherwise on the terms and conditions set out in Schedule 1.
- (e) The Shares and Listed Options the subject of Resolution 3 will be issued as soon as practicable after the Meeting, and in any event, within 3 months of the date of the Meeting.
- (f) It is anticipated that all of the Shares and Listed Options the subject of Resolution 3 will be issued on the same date;
- (g) The funds raised from the issue (being in total \$500,000 (before costs)) will be applied towards continued exploration at the Company's high priority nickel sulphide prospects at its 100% owned East Laverton Property in Western Australia where a major drilling program commenced in early July 2015 and working capital.

The Chairman intends to vote all available proxies in favour of Resolution 3.

3. DEFINITIONS

In this Explanatory Memorandum:

“ASIC” means the Australian Securities and Investments Commission;

“ASX” means ASX Limited ACN 008 624 691;

“Board” means the board of Directors;

“Business Day” has the meaning given to it in the Listing Rules;

“Chairman” means the chairman of the Board;

“City Natural Resources High Yield Trust” means City Natural Resources High Yield Trust PLC;

“Company” means St George Mining Limited (ACN 139 308 973);

“Constitution” means the constitution of the Company;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a director of the Company;

“Explanatory Memorandum” means this Explanatory Memorandum;

“Listed Options” means the Options exercisable for \$0.20 on or before 30 June 2017 and otherwise on the terms and conditions set out in Schedule 1;

“Listing Rules” means the official listing rules of the ASX;

“Notice” and “Notice of Meeting” means the notice of meeting to which this Explanatory Memorandum is attached;

“Official List” means the official list of ASX;

“Option” means an option to acquire one Share and “Optionholder” has a corresponding meaning;

“Resolution” means a resolution set out in this Notice;

“Schedule” means a schedule to this Notice;

“Section” means a section of this Explanatory Memorandum;

“Securityholder” means a holder of Shares or Options;

“Share” means an ordinary fully paid ordinary share in the capital of the Company and “Shareholder” has a corresponding meaning;

“WST” means Western Standard Time.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE LISTED OPTION

The following are the terms and conditions of the Listed Options:

- (a) each Listed Option entitles the holder to subscribe for one Share upon payment of \$0.20 (Exercise Price);
- (b) the Listed Options are exercisable on or before 30 June 2017 at any time;
- (c) the Listed Options will expire on 30 June 2017. Listed Options not exercised on the expiry date will automatically lapse;
- (d) the Listed Options may be exercised in whole or in part, by notice in writing to the Company;
- (e) holders of Listed Options will be permitted to participate in new issues of securities only following the prior exercise of the Listed Option, in which case the record date must be at least seven (7) Business Days, or such lesser number of days as is permitted under the ASX Listing Rules, after announcement of the new issue, to allow exercise of the Listed Options;
- (f) Shares issued on the exercise of the Listed Options will be issued not more than fourteen (14) days after receipt of a properly executed “form of exercise of Options” and the specified option exercise date;
- (g) Shares issued pursuant to the exercise of a Listed Option will rank equally with the then issued Shares;
- (h) a Listed Option does not confer the right to a change in Exercise Price or a change in the number of Shares over which the Listed Option can be exercised; and
- (i) in the event of any reconstruction (including consolidation, subdivision, reduction or returns) of the issued capital of the Company, the number of Listed Options or Exercise Price or both shall be reconstructed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.



ST GEORGE MINING LIMITED

ABN 21 139 308 973

000001 000 SGQ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 9.30am (WST) Sunday, 26 July 2015

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of St George Mining Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of St George Mining Limited to be held at Level 1, 115 Cambridge Street, West Leederville, Western Australia on Tuesday, 28 July 2015 at 9.30am (WST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Ratification of prior issue of securities – Listing Rule 7.1	☐	☐	☐
Resolution 2	Ratification prior issue of securities – Listing Rule 7.1A	☐	☐	☐
Resolution 3	Approval of issue to City Natural Resources High Yield Trust	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

SGQ

999999A

Computershare +